

Hearing Date and Time: October 23, 2019 at 10:00 a.m. (Eastern Time)

Response Deadline: September 26, 2019 at 4:00 p.m. (Eastern Time)

THIS OMNIBUS OBJECTION SEEKS TO DISALLOW AND EXPUNGE CERTAIN FILED PROOFS OF CLAIM. PARTIES RECEIVING THIS NOTICE OF THE DEBTORS' SIXTH OMNIBUS OBJECTION TO CLAIMS SHOULD REVIEW THE OMNIBUS OBJECTION TO DETERMINE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OMNIBUS OBJECTION, AND/OR THE EXHIBIT ATTACHED THERETO, TO DETERMINE WHETHER THIS OMNIBUS OBJECTION AFFECTS THEIR CLAIM(S).

**IF YOU HAVE QUESTIONS, PLEASE CONTACT
DEBTORS' COUNSEL, KYLE J. TUMSUDEN, ESQ., AT (212) 735-4600.**

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
In re	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION, et al.,	:	Case No. 18-23538 (RDD)
	:	
Debtors.¹	:	(Jointly Administered)
-----	X	

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**NOTICE OF HEARING ON DEBTORS' SIXTH
OMNIBUS OBJECTION TO PROOFS OF CLAIM (SATISFIED CLAIMS)**

PLEASE TAKE NOTICE that, on September 5, 2019, Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) filed the *Debtors’ Sixth Omnibus Objection to Proofs of Claim (Satisfied Claims)* (the “**Objection**”) with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”).

PLEASE TAKE FURTHER NOTICE that the Objection requests that the Bankruptcy Court disallow and expunge in full one or more proofs of claim listed on **Exhibit A** annexed to this Notice (the “**Proofs of Claim**” or “**Claims**”), on the ground(s) that such Claim(s) have been paid or satisfied in full. **Any Claim that the Bankruptcy Court disallows and expunges will be treated as if it had not been filed and the holder of such Claim will not be entitled to any distribution on account thereof.**

PLEASE TAKE FURTHER NOTICE that the *Court-Ordered Claims Hearing Procedures* (the “**Claims Hearing Procedures**”), annexed to this Notice as **Exhibit B**, shall apply and govern the Objection. The Claims Hearing Procedures provide for certain mandatory actions by claimants (each, a “**Claimant**” and collectively, the “**Claimants**”) within certain time periods. Therefore, please review the Claims Hearing Procedures carefully. Failure to comply with the Claims Hearing Procedures may result in the disallowance and expungement of a Proof of Claim without further notice to the applicable Claimant(s).

PLEASE TAKE FURTHER NOTICE that, if Claimant does NOT oppose the disallowance and expungement of its applicable Claim(s), then Claimant does NOT need to file a written response (the “**Response**”) to the Objection and Claimant does NOT need to appear at the Hearing (as defined herein).

PLEASE TAKE FURTHER NOTICE that, if Claimant DOES oppose the disallowance and expungement of its applicable Claim(s), then Claimant **MUST** file with the Bankruptcy Court and serve on the parties listed below a Response to the Objection, so as to be filed and received by no later than **September 26, 2019, at 4:00 p.m. (Prevailing Eastern Time)** (the “**Response Deadline**”).

PLEASE TAKE FURTHER NOTICE that Response(s) to the Objection, if any, must contain, at a minimum, the following: (i) a caption setting forth the name of the Bankruptcy Court, the names of the Debtors, the case number, and the title of the Objection to which the Response is directed; (ii) the name of the Claimant and description of the basis for the amount of the Claim; (iii) a concise statement setting forth the reasons why the Claim should not be disallowed and expunged for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which Claimant will rely in opposing the Objection; (iv) all documentation or other evidence of the Claim, to the extent not included with the Proof of Claim previously filed with the Bankruptcy Court, upon which Claimant will rely in opposing the Objection; (v) the address(es) to which the Debtors must return any reply to Claimant’s Response, if different from that presented in the applicable Proof of Claim; and (vi) the name, address, and telephone number of the person (which may be Claimant or Claimant’s designated legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the Claim on Claimant’s behalf.

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court will consider a Response only if the Response is timely filed, served, and received. A Response will be deemed timely

filed, served, and received only if the original Response is actually received on or before the Response Deadline by (i) the chambers of the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601; (ii) Weil, Gotshal, & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Ray C. Schrock, Esq., Jacqueline Marcus, Esq., Garrett A. Fail, Esq., and Sunny Singh, Esq.), attorneys for the Debtors; and (iii) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036 (Attn: Philip C. Dublin, Esq., Ira Dizengoff, Esq., and Sara Lynne Brauner, Esq.), attorneys for the Official Committee of Unsecured Creditors appointed in these cases.

PLEASE TAKE FURTHER NOTICE that, except as otherwise permitted under the Claims Hearing Procedures, a hearing to consider the Objection will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601, on **October 23, 2019, at 10:00 a.m. (Prevailing Eastern Time)** (the “**Hearing**”). If Claimant files a Response to the Objection, Claimant should plan to appear at the Hearing. The Debtors, however, reserve the right to continue the Hearing on the Objection with respect to the Claim(s) that are the subject of such Response.

PLEASE TAKE FURTHER NOTICE that, if the Bankruptcy Court does NOT disallow and expunge the Claims listed on Exhibit A, the Debtors retain the right to object on other grounds to the Claim(s) (or to any other Claim(s) Claimant may have filed) at a later date. Claimant will receive a separate notice of any such objection(s).

PLEASE TAKE FURTHER NOTICE that Claimant may participate in the Hearing telephonically, provided Claimant complies with the Bankruptcy Court’s instructions (including, without limitation, providing prior written notice to counsel for the Debtors and any statutory committee), which can be found on the Bankruptcy Court’s website at www.nysb.uscourts.gov.

PLEASE TAKE FURTHER NOTICE that, if any Claimant wishes to view the complete Objection, such Claimant can do so for free at <https://restructuring.primeclerk.com/sears>. **Claimants should not contact the Clerk of the Bankruptcy Court to discuss the merits of their Claims(s).**

Dated: September 5, 2019
New York, New York

/s/ Garrett A. Fail
Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

*Attorneys for Debtors
and Debtors in Possession*

Exhibit A

Satisfied Claims

Debtors' Sixth Omnibus Objection to Claims
Exhibit A - Satisfied Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Satisfied Claims to be Disallowed and Expunged						
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed and Expunged	Asserted Debtor	Asserted Amount*	Extent of Allowed Claim	Reason for Proposed Disallowance
1.	Action Time, INC.	15990	SHC Licensed Business LLC	32,767.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
2.	Amazon Web Services, Inc.	8195	Sears Holdings Corporation	668,672.49	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
3.	Amazon.com Services, Inc.	16471	Sears Brands Management Corporation	16,112,554.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
4.	Appriss Inc.	15317	Sears Holdings Corporation	3,650.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
5.	Bridgeline Digital, Inc.	5436	Sears Holdings Management Corporation	1,047.95	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
6.	Bridgeline Digital, Inc.	5442	Sears Holdings Management Corporation	1,047.95	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
7.	Bridgeline Digital, Inc.	5445	Sears Holdings Management Corporation	1,972.61	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
8.	Bridgeline Digital, Inc.	5447	Sears Holdings Management Corporation	12,115.07	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
9.	Bridgeline Digital, Inc.	5448	Sears Holdings Management Corporation	1,972.61	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
10.	Bridgeline Digital, Inc.	5456	Sears Holdings Management Corporation	39,180.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
11.	Bridgeline Digital, Inc.	5457	Sears Holdings Management Corporation	782.32	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
12.	Bridgeline Digital, Inc.	5463	Sears Holdings Management Corporation	2,202.74	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
13.	Bridgeline Digital, Inc.	5464	Sears Holdings Management Corporation	7,335.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
14.	Bridgeline Digital, Inc.	5504	Sears Holdings Management Corporation	3,390.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
15.	Bridgeline Digital, Inc.	5514	Sears Holdings Management Corporation	48,970.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.

* Asserted amount includes any unliquidated amounts.

Debtors' Sixth Omnibus Objection to Claims
Exhibit A - Satisfied Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Satisfied Claims to be Disallowed and Expunged						
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed and Expunged	Asserted Debtor	Asserted Amount*	Extent of Allowed Claim	Reason for Proposed Disallowance
16.	CA INC - 1000871137	12399	Sears Holdings Corporation	208,205.82	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
17.	Canon Financial Services, Inc.	6236	Sears Holdings Corporation	2,555,780.60	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
18.	Canon Financial Services, Inc.	6245	Sears Holdings Management Corporation	2,444,780.60	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
19.	Canon Financial Services, Inc.	14497	Sears Holdings Corporation	163,916.99	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
20.	Canon Financial Services, Inc.	14624	Sears Holdings Management Corporation	163,916.99	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
21.	Canon Financial Services, Inc.	15054	Sears Holdings Corporation	163,916.99	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
22.	CFP Fire Protection, Inc (d.b.a Consolidated Fire protection)	18139	Sears, Roebuck de Puerto Rico, Inc.	1,716,555.68	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
23.	CFP Fire Protection, Inc. (d.b.a Consolidated Fire Protection)	18396	Kmart Operations LLC	1,716,555.68	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
24.	CFP Fire Protection, Inc. (d.b.a Consolidated Fire Protection)	17085	Sears, Roebuck and Co.	1,716,555.68	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
25.	CFP Fire Protection, Inc. (d.b.a Consolidated Fire Protection)	17352	Sears Operations LLC	1,716,555.68	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
26.	CFP Fire Protection, Inc. (d.b.a Consolidated Fire Protection)	17488	Kmart Corporation	1,716,555.68	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
27.	CFP Fire Protection, Inc. (d.b.a Consolidated Fire Protection)	18129	Innovel Solutions, Inc.	1,716,555.68	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
28.	CFP Fire Protection, Inc. (d.b.a Consolidated Fire Protection)	18255	Sears Home Improvement Products, Inc.	1,716,555.68	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
29.	Chatmeter, Inc.	6318	Sears Holdings Corporation	15,488.06	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
30.	Comosoft, Inc.	15909	Sears Holdings Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.

* Asserted amount includes any unliquidated amounts.

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In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Satisfied Claims to be Disallowed and Expunged						
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed and Expunged	Asserted Debtor	Asserted Amount*	Extent of Allowed Claim	Reason for Proposed Disallowance
31.	Conduent Business Services, LLC dba Conduent Commercial Solutions, LLC	15653	Sears Holdings Management Corporation	76,103.26	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
32.	DART Warehouse Corporation	18168	Innovel Solutions, Inc.	320,000.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
33.	Descartes Systems (USA) LLC	10549	Sears Holdings Management Corporation	117,775.02	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
34.	DFS Services LLC	16846	Sears Home & Business Franchises, Inc.	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
35.	DFS Services LLC	18092	Sears Home Improvement Products, Inc.	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
36.	DFS Services LLC	18349	Sears, Roebuck and Co.	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
37.	DFS SERVICES LLC	18357	Kmart Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
38.	Dunbar Armored, Inc.	16247	Kmart Corporation	172,574.34	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
39.	Dunbar Armored, Inc.	17293	Sears Holdings Corporation	172,574.34	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
40.	EXECUTIVE PROPERTY SOLUTIONS INC	8460	Sears Holdings Corporation	350,000.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
41.	Executive Property Solutions, Inc.	11443	Sears Home & Business Franchises, Inc.	350,000.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
42.	Executive Property Solutions, Inc.	15195	Sears Home & Business Franchises, Inc.	83,232.36	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
43.	Executive Property Solutions, Inc.	16517	Sears Home & Business Franchises, Inc.	83,232.36	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
44.	Executive Property Solutions, Inc.	18599	Sears Home & Business Franchises, Inc.	46,240.20	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.

* Asserted amount includes any unliquidated amounts.

Debtors' Sixth Omnibus Objection to Claims
Exhibit A - Satisfied Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Satisfied Claims to be Disallowed and Expunged						
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed and Expunged	Asserted Debtor	Asserted Amount*	Extent of Allowed Claim	Reason for Proposed Disallowance
45.	Extreme Networks, Inc.	9153	Sears Holdings Management Corporation	1,031,091.27	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
46.	First Data Merchant Services LLC	16524	Sears Holdings Management Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
47.	Flatbush Center Parking LLC	4101	Sears Holdings Corporation	3,700,000.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
48.	Flatbush Center Parking LLC	11700	Sears Holdings Corporation	3,700,000.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
49.	Flatbush Center Parking LLC	19683	Sears Holdings Corporation	5,761,512.27	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
50.	Genesis Consulting LLC	38	Sears Home & Business Franchises, Inc.	15,680.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
51.	Genesis Consulting LLC	354	Sears Home & Business Franchises, Inc.	12,880.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
52.	Genesis Consulting LLC	9047	Sears Home & Business Franchises, Inc.	12,880.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
53.	GitLab Inc	9967	Sears Holdings Management Corporation	33,937.53	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
54.	Greenwood Industries, Inc.	9191	Sears, Roebuck and Co.	61,025.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
55.	Greenwood Industries, Inc.	9201	Sears Holdings Management Corporation	61,025.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
56.	HomeDeliveryLink, Inc.	15738	Innovel Solutions, Inc.	5,000,000.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
57.	Inland Washington LLC	15695	Sears, Roebuck and Co.	80,197.86	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
58.	Iron Mountain Information Management, LLC	16212	Sears Home Improvement Products, Inc.	3,276.83	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
59.	Iron Mountain Information Management, LLC	16724	Florida Builder Appliances, Inc.	155.04	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.

* Asserted amount includes any unliquidated amounts.

**Debtors' Sixth Omnibus Objection to Claims
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Case No. 18-23538 (RDD)**

Schedule of Satisfied Claims to be Disallowed and Expunged						
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed and Expunged	Asserted Debtor	Asserted Amount*	Extent of Allowed Claim	Reason for Proposed Disallowance
60.	Iron Mountain Information Management, LLC	16909	Sears, Roebuck and Co.	3,463.17	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
61.	Iron Mountain Information Management, LLC	17041	Sears Holdings Corporation	40,215.03	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
62.	Iron Mountain Information Management, LLC	17259	Florida Builder Appliances, Inc.	155.04	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
63.	Iron Mountain Information Management, LLC	17892	Sears Holdings Management Corporation	265,987.90	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
64.	Joseph J Duffy Company	10218	Sears, Roebuck and Co.	381.25	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
65.	KPItarget, LLC.	4990	Sears Holdings Corporation	142,500.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
66.	MARYLAND WHOLESALE AUTOMOTIVE, LLC, DBA THE KEYLESS SHOP AT SEARS	10098	Sears Holdings Corporation	92,366.93	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
67.	Microsoft Corporation	15257	Sears Holdings Corporation	237,275.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
68.	Microsoft Corporation and Microsoft Licensing, GP	15480	Sears Holdings Corporation	35,120.34	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
69.	Microsoft Corporation and Microsoft Online, Inc.	15887	Sears, Roebuck and Co.	1,562,932.49	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
70.	Microsoft Corporation and Microsoft Online, Inc.	17745	Sears Home & Business Franchises, Inc.	41,017.47	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
71.	Quinstreet INC	11035	Sears Home Improvement Products, Inc.	69,149.50	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
72.	Quinstreet Inc.	5439	Sears Holdings Corporation	93,406.50	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
73.	Rebuilding Together, Inc.	15240	Kmart Holding Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
74.	Rebuilding Together, Inc.	15321	Kmart Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.

* Asserted amount includes any unliquidated amounts.

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Ref #	Name of Claimant	Proof of Claim No. to be Disallowed and Expunged	Asserted Debtor	Asserted Amount*	Extent of Allowed Claim	Reason for Proposed Disallowance
75.	Rebuilding Together, Inc.	15362	Sears, Roebuck and Co.	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
76.	Rebuilding Together, Inc.	15638	Sears Holdings Management Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
77.	Repair and Wear, Inc.	15283	SHC Licensed Business LLC	79,918.66	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
78.	Repair and Wear, Inc.	15425	Sears, Roebuck and Co.	79,918.66	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
79.	ROUTE 66 HOLDINGS, LLC	12036	Kmart Corporation	54,093.87	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
80.	Salesforce.com, Inc	5874	Sears Holdings Management Corporation	5,226.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
81.	SALESFORCE.COM, INC	5875	Innovel Solutions, Inc.	425,759.64	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
82.	SALESFORCE.COM, INC.	5876	Sears Holdings Corporation	653,252.58	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
83.	Sears Home Appliance Showrooms, LLC	16810	Kmart Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
84.	Sears Home Appliance Showrooms, LLC	16818	Sears Holdings Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
85.	Sears Home Appliance Showrooms, LLC	16980	Sears, Roebuck and Co.	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
86.	Sears Outlet Stores, L.L.C	16861	Kmart Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
87.	Sears Outlet Stores, L.L.C.	17076	Innovel Solutions, Inc.	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
88.	SEARS OUTLET STORES, L.L.C.	17091	Sears Holdings Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
89.	Sears Outlet Stores, L.L.C.	17210	Sears Holdings Management Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.

* Asserted amount includes any unliquidated amounts.

Debtors' Sixth Omnibus Objection to Claims
Exhibit A - Satisfied Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Satisfied Claims to be Disallowed and Expunged						
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed and Expunged	Asserted Debtor	Asserted Amount*	Extent of Allowed Claim	Reason for Proposed Disallowance
90.	Sears Outlet Stores, LLC	17712	Sears, Roebuck de Puerto Rico, Inc.	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
91.	Sears Outlet Stores, LLC	17717	Sears, Roebuck and Co.	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
92.	Shaw, Alan	880	Sears Holdings Corporation	209,002.52	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
93.	Shaw, Alan Frederick	11917	Sears Holdings Management Corporation	209,002.52	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
94.	Sitel Operating Corporation	10170	Sears Holdings Corporation	9,317,474.11	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
95.	SPOTDOCTOR BUILDING SERVICES	11357	Sears Holdings Corporation	5,364.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
96.	Strand, Donald T	16021	Sears Holdings Management Corporation	1,122,500.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
97.	Teamsters Local Union No. 705	10194	Kmart Corporation	5,808.50	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
98.	Telecheck Services, Inc.	16711	Sears Holdings Management Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
99.	Telecheck Services, Inc.	16747	Sears Holdings Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
100.	TM Telcomm Corp	4865	FBA Holdings Inc.	119,609.23	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
101.	ValueLink LLC	16533	Sears Holdings Management Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
102.	ValueLink LLC	17592	SHC Promotions LLC	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
103.	Waste Management National Services, Inc	15095	Sears Home Improvement Products, Inc.	2,191,675.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
104.	WASTE MANAGEMENT NATIONAL SERVICES, INC.	14770	Sears, Roebuck de Puerto Rico, Inc.	2,191,675.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.

* Asserted amount includes any unliquidated amounts.

Debtors' Sixth Omnibus Objection to Claims
Exhibit A - Satisfied Claims

In re: Sears Holdings Corporation, *et al.*
Case No. 18-23538 (RDD)

Schedule of Satisfied Claims to be Disallowed and Expunged						
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed and Expunged	Asserted Debtor	Asserted Amount*	Extent of Allowed Claim	Reason for Proposed Disallowance
105.	Waste Management National Services, Inc.	14868	Kmart Corporation	2,191,675.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
106.	Waste Management National Services, Inc.	15074	Sears, Roebuck and Co.	2,191,675.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
107.	Waste Management National Services, Inc.	15088	Innovel Solutions, Inc.	2,191,675.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
108.	Waste Management of Michigan, Inc.	11247	Sears Holdings Corporation	2,038.82	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.

* Asserted amount includes any unliquidated amounts.

Exhibit B

Claims Hearing Procedures

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
In re	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION, et al.,	:	Case No. 18-23538 (RDD)
	:	
Debtors.¹	:	(Jointly Administered)
-----	X	

COURT-ORDERED CLAIMS HEARING PROCEDURES

The claims hearing procedures (the “**Claims Hearing Procedures**”) described herein have been ordered by the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) to apply to the Chapter 11 cases of the Sears Holdings Corporation and its affiliated debtors (collectively, the “**Debtors**”).

Claims Hearing Procedures

1. Pursuant to the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405), the Bankruptcy Court established periodic omnibus hearings (the “**Omnibus Hearings**”) in these Chapter 11 cases. The Debtors shall schedule the return date for claims objections, omnibus or otherwise, for hearing at Omnibus Hearings or other hearings the Debtors may schedule with the Bankruptcy Court.
2. The Bankruptcy Court may enter an order at the scheduled hearing sustaining an objection to proofs of claim (each, a “**Proof of Claim**”) with respect to which no response (a “**Response**”) ² is properly filed and served.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

² Any information submitted in connection with a Proof of Claim shall be part of the record with respect to the relevant Claim, and any such information already submitted need not be resubmitted in connection with the Claims Hearing Procedures.

3. The hearing to consider an objection to Proofs of Claim as to which a Response is properly filed and served (each, a “**Contested Claim**”) shall be set for a contested hearing (a “**Claims Hearing**”) to be scheduled by the Debtors, in their sole discretion, as set forth herein. The Debtors may request that the Bankruptcy Court schedule Claims Hearings on the date and/or time of the Omnibus Hearings or at another date and time.
4. The Debtors shall schedule a Claims Hearing for a Contested Claim as follows:
 - (i) For a non-evidentiary hearing to address whether the Contested Claim has failed to state a claim against the Debtors which can be allowed and should be dismissed pursuant to Bankruptcy Rule 7012 (a “**Sufficiency Hearing**”), unless the Debtors serve the applicable claimant (the “**Claimant**”) with a Notice of Merits Hearing (as defined herein), the Sufficiency Hearing shall go forward at the return date set in accordance with paragraph 1 of these Claims Hearing Procedures. The legal standard of review that will be applied by the Bankruptcy Court at a Sufficiency Hearing will be equivalent to the standard applied by the Bankruptcy Court upon a motion to dismiss for failure to state a claim upon which relief can be granted.
 - (ii) For an evidentiary hearing on the merits of a Contested Claim (a “**Merits Hearing**”), the Debtors may, in their sole discretion, serve upon the relevant Claimant, by email or overnight delivery, with a copy to the Creditors’ Committee, and file with the Bankruptcy Court, a notice substantially in the form attached to the *Order Approving (I) Claims Objection Procedures, (II) Claims Settlement Procedures, and (III) Claims Hearing Procedures* (ECF No. 3014) as **Exhibit 2** (a “**Notice of Merits Hearing**”), at least thirty (30) calendar days prior to the date of such Merits Hearing. The rules and procedures applicable to such Merits Hearing will be set forth in any scheduling order issued by the Bankruptcy Court in connection therewith.
5. Discovery with respect to a Contested Claim will not be permitted until either: (i) the Bankruptcy Court has held a Sufficiency Hearing and determined that the Contested Claim states a claim that could be allowed and should not be dismissed pursuant to Bankruptcy Rule 7012; or (ii) the Debtors have served on the relevant Claimant a Notice of Merits Hearing with respect to the Contested Claim.
6. The Debtors may file and serve a reply (a “**Reply**”) to a Response no later than 4:00 p.m. (Prevailing Eastern Time) on the day that is at least two (2) business days prior to the date of the applicable hearing.
7. The Debtors, in their sole discretion, are authorized to further adjourn a hearing scheduled in accordance herewith at any time by providing notice to the Bankruptcy Court and the Claimant.
8. **Sanctions.** The Bankruptcy Court will consider appropriate sanctions, including allowance or disallowance of the Contested Claim, if either party does not follow the Claims Hearing Procedures.

BY ORDER OF THE BANKRUPTCY COURT

Hearing Date and Time: October 23, 2019 at 10:00 a.m. (Eastern Time)
Response Deadline: September 26, 2019 at 4:00 p.m. (Eastern Time)

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh

*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (RDD)
	:
Debtors.¹	: (Jointly Administered)
-----X	

**DEBTORS' SIXTH OMNIBUS OBJECTION TO
PROOFS OF CLAIM (SATISFIED CLAIMS)**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**THIS OMNIBUS OBJECTION SEEKS TO DISALLOW AND EXPUNGE CERTAIN
FILED PROOFS OF CLAIM. CLAIMANTS RECEIVING THIS OMNIBUS
OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS ON
THE EXHIBIT ATTACHED TO THIS OMNIBUS OBJECTION.**

**IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT THE
DEBTORS' COUNSEL, KYLE J. TUMSUDEN, ESQ., AT (212) 735-4600.**

TO THE HONORABLE ROBERT D. DRAIN,
UNITED STATES BANKRUPTCY JUDGE:

Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), respectfully represent as follows in support of this omnibus objection (the “**Objection**”):

Background

1. Beginning on October 15, 2018 (the “**Commencement Date**”) and continuing thereafter, each of the Debtors commenced with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On October 24, 2018, the United States Trustee for Region 2 appointed an official committee of unsecured creditors (the “**Creditors’ Committee**”). No trustee or examiner has been appointed in these chapter 11 cases.

3. The Debtors’ chapter 11 cases are being jointly administered for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

4. On February 8, 2019, the Bankruptcy Court entered the *Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors’*

Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief (ECF No. 2507), pursuant to which the Debtors sold substantially all their assets to Transform Holdco LLC.

5. On June 28, 2019, the Bankruptcy Court approved the Debtors' disclosure statement (ECF No. 4392) for the *Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and its Affiliated Debtors* (ECF No. 4389).

6. Additional information regarding the Debtors' business, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Declaration of Robert A. Riecker Pursuant to Rule 1007-2 of Local Bankruptcy Rules for Southern District of New York*, sworn on October 15, 2018 (the "**Riecker Declaration**") (ECF No. 3).²

Jurisdiction

7. This Bankruptcy Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

8. The Debtors file this Objection pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, seeking entry of an order, substantially in the form annexed to the Objection as **Exhibit B** (the "**Proposed Order**"), disallowing and expunging the Claims listed on **Exhibit A** annexed to the Objection (the "**Satisfied Claims**").

9. The Debtors have examined the Satisfied Claims and have determined that each Satisfied Claim has been satisfied in full during the Debtors' chapter 11 cases, either because the claimed amounts have been paid by the Debtors or by non-debtor third parties during the Debtors' chapter 11

² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Riecker Declaration.

cases, including as a result of the Debtors having assumed and assigned the contract(s) that form the basis of a Satisfied Claim.

10. The Debtors preserve their rights to later object to any of the Satisfied Claims as to which the Bankruptcy Court does not grant the relief requested herein on any other basis.

The Satisfied Claims Should Be Disallowed

11. A filed proof of claim is “deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502(a). Section 502(b)(1) of the Bankruptcy Code provides, in relevant part, that a claim may not be allowed to the extent that “such claim is unenforceable against the debtor and property of the debtor, under any agreement or applicable law.” 11 U.S.C. § 502(b)(1). Further, pursuant to Bankruptcy Rule 3007(d)(5), a debtor may object to claims and seek their disallowance where such claims “have been satisfied or released during the case in accordance with the [Bankruptcy] Code, applicable rules, or a court order” Fed. R. Bankr. P. 3007(d)(5). Upon an objection, the claimant has the burden to demonstrate the validity of the claim. *See Rozier v. Rescap Borrower Claims Tr. (In re Residential Capital, LLC)*, 15 Civ. 3248, 2016 WL 796860, at *9 (S.D.N.Y. 2016); *In re Arcapita Bank B.S.C.(c)*, No. 12-11076 (SHL), 2013 WL 6141616, at *1 (Bankr. S.D.N.Y. Nov. 21, 2013), *aff’d sub nom. In re Arcapita Bank B.S.C.(c)*, 508 B.R. 814, 817 (S.D.N.Y. 2014); *In re Motors Liquidation Co.*, No. 09-50026, 2012 WL 1886755, at *3 (S.D.N.Y. May 12, 2012); *In re Oneida, Ltd.*, 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009), *aff’d*, No. 09 Civ. 2229 (DC), 2010 WL 234827, at *5 (S.D.N.Y. Jan. 22, 2010); *In re Adelphia Commc’ns Corp.*, Ch. 11 Case No. 02-41729, 2007 Bankr. LEXIS 660, at *15 (Bankr. S.D.N.Y. Feb. 20, 2007); *In re Rockefeller Ctr. Props.*, 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000).

12. The Satisfied Claims include certain claims asserted by the Debtors’ vendors and trade creditors, utility providers, retirees, health and welfare funds, and insurance providers, among others. The Debtors have carefully examined each of the Satisfied Claims, as well as their books and records, and have determined that each Satisfied Claim is no longer valid because it has already been satisfied in full during Debtors’ chapter 11 cases in the ordinary course of their business operations pursuant to various

“first day” and other orders entered by the Bankruptcy Court authorizing such payments, including, without limitation, assumption orders, or otherwise during the postpetition administration of the Debtors’ chapter 11 cases.

13. As no amounts are owed on account of the Satisfied Claims, and to ensure that the claims register is accurate and does not inaccurately overstate the Debtors’ liabilities, and to avoid the possibility of multiple recoveries by the same creditor, the Debtors seek entry of the Proposed Order disallowing and expunging the Satisfied Claims (to the extent reflected on **Exhibit A**), from the claims register.

Reservation of Rights

14. The Debtors hereby reserve the right to object in the future to any of the Proofs of Claim subject to this Objection on any ground, and to amend, modify, and/or supplement this Objection to the extent an objection to a Claim is not granted. A separate notice and hearing will be scheduled for any such objection.

Notice

15. Notice of this Objection has been provided in accordance with the procedures set forth in the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the “**Amended Case Management Order**”). The Debtors respectfully submit that no further notice is required.

16. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as is just.

Dated: September 5, 2019
New York, New York

/s/ Garrett A. Fail

Ray C. Schrock, P.C.

Jacqueline Marcus

Garrett A. Fail

Sunny Singh

WEIL, GOTSHAL & MANGES LLP

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

Facsimile: (212) 310-8007

*Attorneys for Debtors
and Debtors in Possession*

Exhibit A

Satisfied Claims

Debtors' Sixth Omnibus Objection to Claims
Exhibit A - Satisfied Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Satisfied Claims to be Disallowed and Expunged						
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed and Expunged	Asserted Debtor	Asserted Amount*	Extent of Allowed Claim	Reason for Proposed Disallowance
1.	Action Time, INC.	15990	SHC Licensed Business LLC	32,767.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
2.	Amazon Web Services, Inc.	8195	Sears Holdings Corporation	668,672.49	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
3.	Amazon.com Services, Inc.	16471	Sears Brands Management Corporation	16,112,554.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
4.	Appriss Inc.	15317	Sears Holdings Corporation	3,650.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
5.	Bridgeline Digital, Inc.	5436	Sears Holdings Management Corporation	1,047.95	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
6.	Bridgeline Digital, Inc.	5442	Sears Holdings Management Corporation	1,047.95	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
7.	Bridgeline Digital, Inc.	5445	Sears Holdings Management Corporation	1,972.61	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
8.	Bridgeline Digital, Inc.	5447	Sears Holdings Management Corporation	12,115.07	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
9.	Bridgeline Digital, Inc.	5448	Sears Holdings Management Corporation	1,972.61	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
10.	Bridgeline Digital, Inc.	5456	Sears Holdings Management Corporation	39,180.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
11.	Bridgeline Digital, Inc.	5457	Sears Holdings Management Corporation	782.32	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
12.	Bridgeline Digital, Inc.	5463	Sears Holdings Management Corporation	2,202.74	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
13.	Bridgeline Digital, Inc.	5464	Sears Holdings Management Corporation	7,335.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
14.	Bridgeline Digital, Inc.	5504	Sears Holdings Management Corporation	3,390.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
15.	Bridgeline Digital, Inc.	5514	Sears Holdings Management Corporation	48,970.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.

* Asserted amount includes any unliquidated amounts.

Debtors' Sixth Omnibus Objection to Claims
Exhibit A - Satisfied Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Satisfied Claims to be Disallowed and Expunged						
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed and Expunged	Asserted Debtor	Asserted Amount*	Extent of Allowed Claim	Reason for Proposed Disallowance
16.	CA INC - 1000871137	12399	Sears Holdings Corporation	208,205.82	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
17.	Canon Financial Services, Inc.	6236	Sears Holdings Corporation	2,555,780.60	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
18.	Canon Financial Services, Inc.	6245	Sears Holdings Management Corporation	2,444,780.60	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
19.	Canon Financial Services, Inc.	14497	Sears Holdings Corporation	163,916.99	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
20.	Canon Financial Services, Inc.	14624	Sears Holdings Management Corporation	163,916.99	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
21.	Canon Financial Services, Inc.	15054	Sears Holdings Corporation	163,916.99	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
22.	CFP Fire Protection, Inc (d.b.a Consolidated Fire protection)	18139	Sears, Roebuck de Puerto Rico, Inc.	1,716,555.68	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
23.	CFP Fire Protection, Inc. (d.b.a Consolidated Fire Protection)	18396	Kmart Operations LLC	1,716,555.68	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
24.	CFP Fire Protection, Inc. (d.b.a Consolidated Fire Protection)	17085	Sears, Roebuck and Co.	1,716,555.68	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
25.	CFP Fire Protection, Inc. (d.b.a Consolidated Fire Protection)	17352	Sears Operations LLC	1,716,555.68	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
26.	CFP Fire Protection, Inc. (d.b.a Consolidated Fire Protection)	17488	Kmart Corporation	1,716,555.68	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
27.	CFP Fire Protection, Inc. (d.b.a Consolidated Fire Protection)	18129	Innovel Solutions, Inc.	1,716,555.68	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
28.	CFP Fire Protection, Inc. (d.b.a Consolidated Fire Protection)	18255	Sears Home Improvement Products, Inc.	1,716,555.68	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
29.	Chatmeter, Inc.	6318	Sears Holdings Corporation	15,488.06	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
30.	Comosoft, Inc.	15909	Sears Holdings Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.

* Asserted amount includes any unliquidated amounts.

Debtors' Sixth Omnibus Objection to Claims
Exhibit A - Satisfied Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Satisfied Claims to be Disallowed and Expunged						
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed and Expunged	Asserted Debtor	Asserted Amount*	Extent of Allowed Claim	Reason for Proposed Disallowance
31.	Conduent Business Services, LLC dba Conduent Commercial Solutions, LLC	15653	Sears Holdings Management Corporation	76,103.26	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
32.	DART Warehouse Corporation	18168	Innovel Solutions, Inc.	320,000.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
33.	Descartes Systems (USA) LLC	10549	Sears Holdings Management Corporation	117,775.02	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
34.	DFS Services LLC	16846	Sears Home & Business Franchises, Inc.	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
35.	DFS Services LLC	18092	Sears Home Improvement Products, Inc.	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
36.	DFS Services LLC	18349	Sears, Roebuck and Co.	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
37.	DFS SERVICES LLC	18357	Kmart Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
38.	Dunbar Armored, Inc.	16247	Kmart Corporation	172,574.34	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
39.	Dunbar Armored, Inc.	17293	Sears Holdings Corporation	172,574.34	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
40.	EXECUTIVE PROPERTY SOLUTIONS INC	8460	Sears Holdings Corporation	350,000.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
41.	Executive Property Solutions, Inc.	11443	Sears Home & Business Franchises, Inc.	350,000.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
42.	Executive Property Solutions, Inc.	15195	Sears Home & Business Franchises, Inc.	83,232.36	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
43.	Executive Property Solutions, Inc.	16517	Sears Home & Business Franchises, Inc.	83,232.36	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
44.	Executive Property Solutions, Inc.	18599	Sears Home & Business Franchises, Inc.	46,240.20	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.

* Asserted amount includes any unliquidated amounts.

Debtors' Sixth Omnibus Objection to Claims
Exhibit A - Satisfied Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Satisfied Claims to be Disallowed and Expunged						
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed and Expunged	Asserted Debtor	Asserted Amount*	Extent of Allowed Claim	Reason for Proposed Disallowance
45.	Extreme Networks, Inc.	9153	Sears Holdings Management Corporation	1,031,091.27	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
46.	First Data Merchant Services LLC	16524	Sears Holdings Management Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
47.	Flatbush Center Parking LLC	4101	Sears Holdings Corporation	3,700,000.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
48.	Flatbush Center Parking LLC	11700	Sears Holdings Corporation	3,700,000.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
49.	Flatbush Center Parking LLC	19683	Sears Holdings Corporation	5,761,512.27	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
50.	Genesis Consulting LLC	38	Sears Home & Business Franchises, Inc.	15,680.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
51.	Genesis Consulting LLC	354	Sears Home & Business Franchises, Inc.	12,880.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
52.	Genesis Consulting LLC	9047	Sears Home & Business Franchises, Inc.	12,880.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
53.	GitLab Inc	9967	Sears Holdings Management Corporation	33,937.53	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
54.	Greenwood Industries, Inc.	9191	Sears, Roebuck and Co.	61,025.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
55.	Greenwood Industries, Inc.	9201	Sears Holdings Management Corporation	61,025.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
56.	HomeDeliveryLink, Inc.	15738	Innovel Solutions, Inc.	5,000,000.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
57.	Inland Washington LLC	15695	Sears, Roebuck and Co.	80,197.86	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
58.	Iron Mountain Information Management, LLC	16212	Sears Home Improvement Products, Inc.	3,276.83	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
59.	Iron Mountain Information Management, LLC	16724	Florida Builder Appliances, Inc.	155.04	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.

* Asserted amount includes any unliquidated amounts.

Debtors' Sixth Omnibus Objection to Claims
Exhibit A - Satisfied Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Satisfied Claims to be Disallowed and Expunged						
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed and Expunged	Asserted Debtor	Asserted Amount*	Extent of Allowed Claim	Reason for Proposed Disallowance
60.	Iron Mountain Information Management, LLC	16909	Sears, Roebuck and Co.	3,463.17	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
61.	Iron Mountain Information Management, LLC	17041	Sears Holdings Corporation	40,215.03	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
62.	Iron Mountain Information Management, LLC	17259	Florida Builder Appliances, Inc.	155.04	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
63.	Iron Mountain Information Management, LLC	17892	Sears Holdings Management Corporation	265,987.90	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
64.	Joseph J Duffy Company	10218	Sears, Roebuck and Co.	381.25	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
65.	KPItarget, LLC.	4990	Sears Holdings Corporation	142,500.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
66.	MARYLAND WHOLESALE AUTOMOTIVE, LLC, DBA THE KEYLESS SHOP AT SEARS	10098	Sears Holdings Corporation	92,366.93	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
67.	Microsoft Corporation	15257	Sears Holdings Corporation	237,275.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
68.	Microsoft Corporation and Microsoft Licensing, GP	15480	Sears Holdings Corporation	35,120.34	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
69.	Microsoft Corporation and Microsoft Online, Inc.	15887	Sears, Roebuck and Co.	1,562,932.49	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
70.	Microsoft Corporation and Microsoft Online, Inc.	17745	Sears Home & Business Franchises, Inc.	41,017.47	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
71.	Quinstreet INC	11035	Sears Home Improvement Products, Inc.	69,149.50	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
72.	Quinstreet Inc.	5439	Sears Holdings Corporation	93,406.50	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
73.	Rebuilding Together, Inc.	15240	Kmart Holding Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
74.	Rebuilding Together, Inc.	15321	Kmart Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.

* Asserted amount includes any unliquidated amounts.

Debtors' Sixth Omnibus Objection to Claims
Exhibit A - Satisfied Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Satisfied Claims to be Disallowed and Expunged						
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed and Expunged	Asserted Debtor	Asserted Amount*	Extent of Allowed Claim	Reason for Proposed Disallowance
75.	Rebuilding Together, Inc.	15362	Sears, Roebuck and Co.	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
76.	Rebuilding Together, Inc.	15638	Sears Holdings Management Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
77.	Repair and Wear, Inc.	15283	SHC Licensed Business LLC	79,918.66	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
78.	Repair and Wear, Inc.	15425	Sears, Roebuck and Co.	79,918.66	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
79.	ROUTE 66 HOLDINGS, LLC	12036	Kmart Corporation	54,093.87	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
80.	Salesforce.com, Inc	5874	Sears Holdings Management Corporation	5,226.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
81.	SALESFORCE.COM, INC	5875	Innovel Solutions, Inc.	425,759.64	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
82.	SALESFORCE.COM, INC.	5876	Sears Holdings Corporation	653,252.58	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
83.	Sears Home Appliance Showrooms, LLC	16810	Kmart Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
84.	Sears Home Appliance Showrooms, LLC	16818	Sears Holdings Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
85.	Sears Home Appliance Showrooms, LLC	16980	Sears, Roebuck and Co.	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
86.	Sears Outlet Stores, L.L.C	16861	Kmart Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
87.	Sears Outlet Stores, L.L.C.	17076	Innovel Solutions, Inc.	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
88.	SEARS OUTLET STORES, L.L.C.	17091	Sears Holdings Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
89.	Sears Outlet Stores, L.L.C.	17210	Sears Holdings Management Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.

* Asserted amount includes any unliquidated amounts.

Debtors' Sixth Omnibus Objection to Claims
Exhibit A - Satisfied Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Satisfied Claims to be Disallowed and Expunged						
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed and Expunged	Asserted Debtor	Asserted Amount*	Extent of Allowed Claim	Reason for Proposed Disallowance
90.	Sears Outlet Stores, LLC	17712	Sears, Roebuck de Puerto Rico, Inc.	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
91.	Sears Outlet Stores, LLC	17717	Sears, Roebuck and Co.	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
92.	Shaw, Alan	880	Sears Holdings Corporation	209,002.52	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
93.	Shaw, Alan Frederick	11917	Sears Holdings Management Corporation	209,002.52	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
94.	Sitel Operating Corporation	10170	Sears Holdings Corporation	9,317,474.11	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
95.	SPOTDOCTOR BUILDING SERVICES	11357	Sears Holdings Corporation	5,364.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
96.	Strand, Donald T	16021	Sears Holdings Management Corporation	1,122,500.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
97.	Teamsters Local Union No. 705	10194	Kmart Corporation	5,808.50	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
98.	Telecheck Services, Inc.	16711	Sears Holdings Management Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
99.	Telecheck Services, Inc.	16747	Sears Holdings Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
100.	TM Telcomm Corp	4865	FBA Holdings Inc.	119,609.23	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
101.	ValueLink LLC	16533	Sears Holdings Management Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
102.	ValueLink LLC	17592	SHC Promotions LLC	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
103.	Waste Management National Services, Inc	15095	Sears Home Improvement Products, Inc.	2,191,675.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
104.	WASTE MANAGEMENT NATIONAL SERVICES, INC.	14770	Sears, Roebuck de Puerto Rico, Inc.	2,191,675.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.

* Asserted amount includes any unliquidated amounts.

Debtors' Sixth Omnibus Objection to Claims
Exhibit A - Satisfied Claims

In re: Sears Holdings Corporation, *et al.*
Case No. 18-23538 (RDD)

Schedule of Satisfied Claims to be Disallowed and Expunged						
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed and Expunged	Asserted Debtor	Asserted Amount*	Extent of Allowed Claim	Reason for Proposed Disallowance
105.	Waste Management National Services, Inc.	14868	Kmart Corporation	2,191,675.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
106.	Waste Management National Services, Inc.	15074	Sears, Roebuck and Co.	2,191,675.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
107.	Waste Management National Services, Inc.	15088	Innovel Solutions, Inc.	2,191,675.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
108.	Waste Management of Michigan, Inc.	11247	Sears Holdings Corporation	2,038.82	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.

* Asserted amount includes any unliquidated amounts.

Exhibit B

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (RDD)
	:
Debtors.¹	: (Jointly Administered)
-----X	

**ORDER GRANTING DEBTORS' SIXTH
OMNIBUS OBJECTION TO PROOFS OF CLAIM (SATISFIED CLAIMS)**

Upon the *Debtors' Sixth Omnibus Objection to Proofs of Claim (Satisfied Claims)*, filed September 5, 2019 (the "**Objection**"),² of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), pursuant to section 502 under title 11 of the United States Code (the "**Bankruptcy Code**"), and Rule 3007 of the Federal Rules of Bankruptcy Procedures (the "**Bankruptcy Rules**"), for an order (i) disallowing and expunging the Satisfied Claims (as defined below), and (ii) granting related relief, all as more fully set forth in the Objection; and the Bankruptcy Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

² Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Objection having been provided, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and such notice having been adequate and appropriate under the circumstances, and it appearing that other or further notice need be provided; and the Bankruptcy Court having held a hearing to consider the relief requested in the Objection on October 23, 2019 (the “**Hearing**”); and upon the record of the Hearing, and upon all of the proceedings had before the Bankruptcy Court; and the Bankruptcy Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Objection is granted to the extent set forth herein.
2. Pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each Satisfied Claim listed on **Exhibit 1** annexed to this Order is disallowed and expunged in its entirety (to the extent reflected on **Exhibit 1**).
3. The rights of the Debtors to assert further objections to the Satisfied Claims, in whole or in part, and on any basis, are fully preserved.
4. This Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of, and all rights to object to or defend on any basis are expressly reserved with respect to, any Satisfied Claim referenced or identified in the Objection that is not listed on **Exhibit 1**.
5. The Debtors, the Debtors’ claims and noticing agent, Prime Clerk, and the Clerk of this Bankruptcy Court are authorized to take all actions necessary or appropriate to give effect to this Order.

6. The terms and conditions of this Order are effective immediately upon entry.

Dated: _____, 2019
White Plains, New York

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Satisfied Claims

Debtors' Sixth Omnibus Objection to Claims
Exhibit 1 - Satisfied Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Satisfied Claims to be Disallowed and Expunged						
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed and Expunged	Asserted Debtor	Asserted Amount*	Extent of Allowed Claim	Reason for Proposed Disallowance
1.	Action Time, INC.	15990	SHC Licensed Business LLC	32,767.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
2.	Amazon Web Services, Inc.	8195	Sears Holdings Corporation	668,672.49	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
3.	Amazon.com Services, Inc.	16471	Sears Brands Management Corporation	16,112,554.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
4.	Appriss Inc.	15317	Sears Holdings Corporation	3,650.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
5.	Bridgeline Digital, Inc.	5436	Sears Holdings Management Corporation	1,047.95	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
6.	Bridgeline Digital, Inc.	5442	Sears Holdings Management Corporation	1,047.95	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
7.	Bridgeline Digital, Inc.	5445	Sears Holdings Management Corporation	1,972.61	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
8.	Bridgeline Digital, Inc.	5447	Sears Holdings Management Corporation	12,115.07	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
9.	Bridgeline Digital, Inc.	5448	Sears Holdings Management Corporation	1,972.61	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
10.	Bridgeline Digital, Inc.	5456	Sears Holdings Management Corporation	39,180.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
11.	Bridgeline Digital, Inc.	5457	Sears Holdings Management Corporation	782.32	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
12.	Bridgeline Digital, Inc.	5463	Sears Holdings Management Corporation	2,202.74	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
13.	Bridgeline Digital, Inc.	5464	Sears Holdings Management Corporation	7,335.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
14.	Bridgeline Digital, Inc.	5504	Sears Holdings Management Corporation	3,390.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
15.	Bridgeline Digital, Inc.	5514	Sears Holdings Management Corporation	48,970.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.

* Asserted amount includes any unliquidated amounts.

Debtors' Sixth Omnibus Objection to Claims
Exhibit 1 - Satisfied Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Satisfied Claims to be Disallowed and Expunged						
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed and Expunged	Asserted Debtor	Asserted Amount*	Extent of Allowed Claim	Reason for Proposed Disallowance
16.	CA INC - 1000871137	12399	Sears Holdings Corporation	208,205.82	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
17.	Canon Financial Services, Inc.	6236	Sears Holdings Corporation	2,555,780.60	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
18.	Canon Financial Services, Inc.	6245	Sears Holdings Management Corporation	2,444,780.60	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
19.	Canon Financial Services, Inc.	14497	Sears Holdings Corporation	163,916.99	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
20.	Canon Financial Services, Inc.	14624	Sears Holdings Management Corporation	163,916.99	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
21.	Canon Financial Services, Inc.	15054	Sears Holdings Corporation	163,916.99	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
22.	CFP Fire Protection, Inc (d.b.a Consolidated Fire protection)	18139	Sears, Roebuck de Puerto Rico, Inc.	1,716,555.68	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
23.	CFP Fire Protection, Inc. (d.b.a Consolidated Fire Protection)	18396	Kmart Operations LLC	1,716,555.68	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
24.	CFP Fire Protection, Inc. (d.b.a Consolidated Fire Protection)	17085	Sears, Roebuck and Co.	1,716,555.68	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
25.	CFP Fire Protection, Inc. (d.b.a Consolidated Fire Protection)	17352	Sears Operations LLC	1,716,555.68	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
26.	CFP Fire Protection, Inc. (d.b.a Consolidated Fire Protection)	17488	Kmart Corporation	1,716,555.68	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
27.	CFP Fire Protection, Inc. (d.b.a Consolidated Fire Protection)	18129	Innovel Solutions, Inc.	1,716,555.68	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
28.	CFP Fire Protection, Inc. (d.b.a Consolidated Fire Protection)	18255	Sears Home Improvement Products, Inc.	1,716,555.68	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
29.	Chatmeter, Inc.	6318	Sears Holdings Corporation	15,488.06	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
30.	Comosoft, Inc.	15909	Sears Holdings Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.

* Asserted amount includes any unliquidated amounts.

Debtors' Sixth Omnibus Objection to Claims
Exhibit 1 - Satisfied Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Satisfied Claims to be Disallowed and Expunged						
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed and Expunged	Asserted Debtor	Asserted Amount*	Extent of Allowed Claim	Reason for Proposed Disallowance
31.	Conduent Business Services, LLC dba Conduent Commercial Solutions, LLC	15653	Sears Holdings Management Corporation	76,103.26	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
32.	DART Warehouse Corporation	18168	Innovel Solutions, Inc.	320,000.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
33.	Descartes Systems (USA) LLC	10549	Sears Holdings Management Corporation	117,775.02	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
34.	DFS Services LLC	16846	Sears Home & Business Franchises, Inc.	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
35.	DFS Services LLC	18092	Sears Home Improvement Products, Inc.	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
36.	DFS Services LLC	18349	Sears, Roebuck and Co.	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
37.	DFS SERVICES LLC	18357	Kmart Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
38.	Dunbar Armored, Inc.	16247	Kmart Corporation	172,574.34	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
39.	Dunbar Armored, Inc.	17293	Sears Holdings Corporation	172,574.34	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
40.	EXECUTIVE PROPERTY SOLUTIONS INC	8460	Sears Holdings Corporation	350,000.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
41.	Executive Property Solutions, Inc.	11443	Sears Home & Business Franchises, Inc.	350,000.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
42.	Executive Property Solutions, Inc.	15195	Sears Home & Business Franchises, Inc.	83,232.36	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
43.	Executive Property Solutions, Inc.	16517	Sears Home & Business Franchises, Inc.	83,232.36	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
44.	Executive Property Solutions, Inc.	18599	Sears Home & Business Franchises, Inc.	46,240.20	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.

* Asserted amount includes any unliquidated amounts.

Debtors' Sixth Omnibus Objection to Claims
Exhibit 1 - Satisfied Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Satisfied Claims to be Disallowed and Expunged						
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed and Expunged	Asserted Debtor	Asserted Amount*	Extent of Allowed Claim	Reason for Proposed Disallowance
45.	Extreme Networks, Inc.	9153	Sears Holdings Management Corporation	1,031,091.27	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
46.	First Data Merchant Services LLC	16524	Sears Holdings Management Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
47.	Flatbush Center Parking LLC	4101	Sears Holdings Corporation	3,700,000.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
48.	Flatbush Center Parking LLC	11700	Sears Holdings Corporation	3,700,000.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
49.	Flatbush Center Parking LLC	19683	Sears Holdings Corporation	5,761,512.27	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
50.	Genesis Consulting LLC	38	Sears Home & Business Franchises, Inc.	15,680.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
51.	Genesis Consulting LLC	354	Sears Home & Business Franchises, Inc.	12,880.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
52.	Genesis Consulting LLC	9047	Sears Home & Business Franchises, Inc.	12,880.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
53.	GitLab Inc	9967	Sears Holdings Management Corporation	33,937.53	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
54.	Greenwood Industries, Inc.	9191	Sears, Roebuck and Co.	61,025.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
55.	Greenwood Industries, Inc.	9201	Sears Holdings Management Corporation	61,025.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
56.	HomeDeliveryLink, Inc.	15738	Innovel Solutions, Inc.	5,000,000.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
57.	Inland Washington LLC	15695	Sears, Roebuck and Co.	80,197.86	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
58.	Iron Mountain Information Management, LLC	16212	Sears Home Improvement Products, Inc.	3,276.83	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
59.	Iron Mountain Information Management, LLC	16724	Florida Builder Appliances, Inc.	155.04	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.

* Asserted amount includes any unliquidated amounts.

**Debtors' Sixth Omnibus Objection to Claims
Exhibit 1 - Satisfied Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Satisfied Claims to be Disallowed and Expunged						
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed and Expunged	Asserted Debtor	Asserted Amount*	Extent of Allowed Claim	Reason for Proposed Disallowance
60.	Iron Mountain Information Management, LLC	16909	Sears, Roebuck and Co.	3,463.17	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
61.	Iron Mountain Information Management, LLC	17041	Sears Holdings Corporation	40,215.03	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
62.	Iron Mountain Information Management, LLC	17259	Florida Builder Appliances, Inc.	155.04	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
63.	Iron Mountain Information Management, LLC	17892	Sears Holdings Management Corporation	265,987.90	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
64.	Joseph J Duffy Company	10218	Sears, Roebuck and Co.	381.25	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
65.	KPItarget, LLC.	4990	Sears Holdings Corporation	142,500.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
66.	MARYLAND WHOLESALE AUTOMOTIVE, LLC, DBA THE KEYLESS SHOP AT SEARS	10098	Sears Holdings Corporation	92,366.93	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
67.	Microsoft Corporation	15257	Sears Holdings Corporation	237,275.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
68.	Microsoft Corporation and Microsoft Licensing, GP	15480	Sears Holdings Corporation	35,120.34	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
69.	Microsoft Corporation and Microsoft Online, Inc.	15887	Sears, Roebuck and Co.	1,562,932.49	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
70.	Microsoft Corporation and Microsoft Online, Inc.	17745	Sears Home & Business Franchises, Inc.	41,017.47	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
71.	Quinstreet INC	11035	Sears Home Improvement Products, Inc.	69,149.50	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
72.	Quinstreet Inc.	5439	Sears Holdings Corporation	93,406.50	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
73.	Rebuilding Together, Inc.	15240	Kmart Holding Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
74.	Rebuilding Together, Inc.	15321	Kmart Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.

* Asserted amount includes any unliquidated amounts.

Debtors' Sixth Omnibus Objection to Claims
Exhibit 1 - Satisfied Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Satisfied Claims to be Disallowed and Expunged						
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed and Expunged	Asserted Debtor	Asserted Amount*	Extent of Allowed Claim	Reason for Proposed Disallowance
75.	Rebuilding Together, Inc.	15362	Sears, Roebuck and Co.	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
76.	Rebuilding Together, Inc.	15638	Sears Holdings Management Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
77.	Repair and Wear, Inc.	15283	SHC Licensed Business LLC	79,918.66	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
78.	Repair and Wear, Inc.	15425	Sears, Roebuck and Co.	79,918.66	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
79.	ROUTE 66 HOLDINGS, LLC	12036	Kmart Corporation	54,093.87	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
80.	Salesforce.com, Inc	5874	Sears Holdings Management Corporation	5,226.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
81.	SALESFORCE.COM, INC	5875	Innovel Solutions, Inc.	425,759.64	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
82.	SALESFORCE.COM, INC.	5876	Sears Holdings Corporation	653,252.58	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
83.	Sears Home Appliance Showrooms, LLC	16810	Kmart Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
84.	Sears Home Appliance Showrooms, LLC	16818	Sears Holdings Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
85.	Sears Home Appliance Showrooms, LLC	16980	Sears, Roebuck and Co.	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
86.	Sears Outlet Stores, L.L.C	16861	Kmart Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
87.	Sears Outlet Stores, L.L.C.	17076	Innovel Solutions, Inc.	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
88.	SEARS OUTLET STORES, L.L.C.	17091	Sears Holdings Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
89.	Sears Outlet Stores, L.L.C.	17210	Sears Holdings Management Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.

* Asserted amount includes any unliquidated amounts.

Debtors' Sixth Omnibus Objection to Claims
Exhibit 1 - Satisfied Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Satisfied Claims to be Disallowed and Expunged						
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed and Expunged	Asserted Debtor	Asserted Amount*	Extent of Allowed Claim	Reason for Proposed Disallowance
90.	Sears Outlet Stores, LLC	17712	Sears, Roebuck de Puerto Rico, Inc.	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
91.	Sears Outlet Stores, LLC	17717	Sears, Roebuck and Co.	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
92.	Shaw, Alan	880	Sears Holdings Corporation	209,002.52	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
93.	Shaw, Alan Frederick	11917	Sears Holdings Management Corporation	209,002.52	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
94.	Sitel Operating Corporation	10170	Sears Holdings Corporation	9,317,474.11	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
95.	SPOTDOCTOR BUILDING SERVICES	11357	Sears Holdings Corporation	5,364.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
96.	Strand, Donald T	16021	Sears Holdings Management Corporation	1,122,500.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
97.	Teamsters Local Union No. 705	10194	Kmart Corporation	5,808.50	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
98.	Telecheck Services, Inc.	16711	Sears Holdings Management Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
99.	Telecheck Services, Inc.	16747	Sears Holdings Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
100.	TM Telcomm Corp	4865	FBA Holdings Inc.	119,609.23	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
101.	ValueLink LLC	16533	Sears Holdings Management Corporation	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
102.	ValueLink LLC	17592	SHC Promotions LLC	-	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
103.	Waste Management National Services, Inc	15095	Sears Home Improvement Products, Inc.	2,191,675.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
104.	WASTE MANAGEMENT NATIONAL SERVICES, INC.	14770	Sears, Roebuck de Puerto Rico, Inc.	2,191,675.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.

* Asserted amount includes any unliquidated amounts.

Debtors' Sixth Omnibus Objection to Claims
Exhibit 1 - Satisfied Claims

In re: Sears Holdings Corporation, *et al.*
Case No. 18-23538 (RDD)

Schedule of Satisfied Claims to be Disallowed and Expunged						
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed and Expunged	Asserted Debtor	Asserted Amount*	Extent of Allowed Claim	Reason for Proposed Disallowance
105.	Waste Management National Services, Inc.	14868	Kmart Corporation	2,191,675.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
106.	Waste Management National Services, Inc.	15074	Sears, Roebuck and Co.	2,191,675.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
107.	Waste Management National Services, Inc.	15088	Innovel Solutions, Inc.	2,191,675.00	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.
108.	Waste Management of Michigan, Inc.	11247	Sears Holdings Corporation	2,038.82	Disallowed in its entirety and expunged	The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC.

* Asserted amount includes any unliquidated amounts.